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## Washington, DC ୀଣ୍ଡିର

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D
NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL				
OMB Number: 3235-0076				
Expires:	June 30, 2008			
Estimated average burden				
Hours per response 16.00				

SEC USE	ONLY
Prefix	Serial
DATE RE	CEIVED

Name of Offering ( check if this is an amendment and name has changed, and indicate change.)							
Non-voting, redeemable, participating Shares							
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Type of Filing: New Filing Amendment	Section 4(6) ULOE						
A. BASIC IDENTIFICATION DA	ГА						
1. Enter the information requested about the issuer	PRICE BUREAU AND						
Name of Issuer ( check if this is an amendment and name has changed, and indica	ate change.)						
CITIC Capital China Access Fund Limited							
Address of Executive Offices (Number and Street, City, State, Zip Code) c/o CITIC Capital Investment Management Ltd 28/F CITIC Tower, 1 Tim Mei Ave, Central, Hong Kong	Telephone Numb 852-2237-6337 08064446						
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)						
Brief Description of Business							
Investment Fund							
	other (please specify):						
	yman Islands Exempted Company with mited Liability						
Actual or Estimated Date of Incorporation or Organization:  Month  0 3  Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service ab  CN for Canada; FN for other foreign ju							
GENERAL INSTRUCTIONS							
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption tet seq. or 15 U.S.C. 77d(6).	under Regulation D or Section 4(6), 17 CFR 230.301						
When To File: A notice must be filed no later than 15 days after the first sale of securities and Exchange Commission (SEC) on the earlier of the date it is re if received at that address after the date on which it is due, on the date it was mailed that address.	eceived by the SEC at the address given below or,						
Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washi	-						
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which signed must be photocopies of the manually signed copy or bear typed or printed signature							
Information Required: A new filing must contain all information requested. Amenda offering, any changes thereto, the information requested in Part C, and any material charts A and B. Part E and the Appendix need not be filed with the SEC.							
Filing Fee: There is no federal filing fee.							
State:							
This notice shall be used to indicate reliance on the Uniform Limited Offering Exempthat have adopted ULOE and that have adopted this form. Issuers relying on ULO Administrator in each state where sales are to be, or have been made. If a state requires the exemption, a fee in the proper amount shall accompany this form. This notice shall state law. The Appendix to the notice constitutes a part of this notice and must be complete.	E must file a separate notice with the Securities are payment of a fee as a precondition to the claim for be filed in the appropriate states in accordance with						
ATTENTION							
Failure to file notice in the appropriate states will not result in a loss of the fed appropriate federal notice will not result in a loss of an available state exemption un a federal notice.							

• Each promoter of the issuer, if the issuer has been organized within the past fi	ve years;	
<ul> <li>Each beneficial owner having the power to vote or dispose, or direct the vote equity securities of the issuer;</li> </ul>	or disposition of	, 10% or more of a class of
<ul> <li>Each executive officer and director of corporate issuers and of corporate go issuers; and</li> </ul>	eneral and manag	ing partners of partnership
<ul> <li>Each general and managing partner of partnership issuers.</li> </ul>		
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, if individual)  Zhang Haitao		
Business or Residence Address (Number and Street, City, State, Zip Code) Suite 2204, 22/F, Convention Plaza Apartments, 1 Harbour Road, Wanchai, Hong K	Cong	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if individual) Zhang Youjun		
Business or Residence Address (Number and Street, City, State, Zip Code) A-15D Changtai Garden, Futian District, Shenzhen, Guangdong, PRC		
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, if individual) Huang Weidong		wie.
Business or Residence Address (Number and Street, City, State, Zip Code) No 2507, Unit 2, 1/F, Ganlu Yuan, Chaoyang District, Beijing, PRC		
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer		General and/or Managing Partner
Full Name (Last name first, if individual) Fung Annie Yee Man		
Business or Residence Address (Number and Street, City, State, Zip Code)		
Flat B, 9/F, Tower 1, Tregunter, 14 Tregunter Path, Mid Level, Hong Kong	⊠ Director	Conord and/or
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, if individual) Lawton William		
Business or Residence Address (Number and Street, City, State, Zip Code)  541 Paseo Lunado, Palos Verdes Estates, CA 90274, USA		·
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	⊠ Director	General and/or Managing Partner
Full Name (Last name first, if individual)  Mahony Terence Francis		
Business or Residence Address (Number and Street, City, State, Zip Code) Penthouse 1804, Desa Kudalari, 3 Lorong Kuda, Kuala Lumpur, Federal Territory :	50450, Malaysia	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, if individual) Sharaff Farhan		
Business or Residence Address (Number and Street, City, State, Zip Code) 4 Polly Park Road, RYE, NY, 10580, USA		

2.

Enter the information requested for the following:

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

ι.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?  Answer also in Appendix, Column 2, if filing under ULOE.						
2. What is the minimum investment that will be accepted from any individual?							
3.	Does the offering permit joint ownership of a single unit?	Yes ⊠	No				
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, an similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth for that broker or dealer only.	to be I of the	isted is an broker or				
	ll Name (Last name first, if individual) tigroup Global Markets Inc						
Bus	siness or Residence Address (Number and Street, City, State, Zip Code)						
485	5 Lexington Ave. 12th Floor, New York, NY 10017						
Nai	me of Associated Broker or Dealer						
	ntes in Which Person Listed Has Solicited or Intends to Solicit Purchasers  Check "All States" or check individual States)	☐ AII :	States				
	□AL         □AK         □AZ         □AR         □CA         □CO         □CT         □DE         □DC         □FL         □GA         □I           □IL         □IN         □IA         □ME         □MD         □MA         □MI         □MN         □MN         □MN         □MN         □MN         □ND         □ND         □OH         □OK         □C         □RI         □SC         □SD         □TN         □TX         □UT         □VT         □VA         □WA         □WV         □WI         □V	AS [ DR [	□ID □MO □PA □PR				
Ful	ll Name (Last name first, if individual)						
Bus	siness or Residence Address (Number and Street, City, State, Zip Code)						
Nai	me of Associated Broker or Dealer						
	ttes in Which Person Listed Has Solicited or Intends to Solicit Purchasers Check "All States" or check individual States)	☐ A	ll States				
] ]	AL	4S (	□ID □MO □PA □PR				
Ful	Il Name (Last name first, if individual)						
Bus	siness or Residence Address (Number and Street, City, State, Zip Code)						
	me of Associated Broker or Dealer	_					
	tes in Which Person Listed Has Solicited or Intends to Solicit Purchasers Check "All States" or check individual States)	AI	II States				
( (	□AL       □AK       □AZ       □AR       □CA       □CO       □CT       □DE       □DC       □FL       □GA       □FL       □GA       □FL       □GA       □FL       □GA       □FL       □GA       □FL       □MA       □MA	1S [ OR [	□ID □MO □PA □PR				

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \( \square\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Aggregate Amount Type of Security Offering Price Already Sold Debt. \$46,710,000 \$ 1000/share Equity Common Preferred Convertible Securities (including warrants)..... Partnership Interests \$ Other (Specify \_\_\_\_\_)..... 0.00 \$46,710,000 Total ...... Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number of Dollar Amount Investors of Purchases 2 \$610,000 Accredited Investors \$ Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all 3. securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Dollar Type of Security Amount Sold Type of offering Rule 505 Regulation A Rule 504 0.00 Total .....

4. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. a. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees..... П Printing and Engraving Costs ..... Legal Fees..... П \$ Accounting Fees ..... Engineering Fees. \$ Sales Commissions (specify finders' fees separately) ...... \$ Other Expenses (identify) 0.00 Total ..... b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This \$46,710,000 difference is the "adjusted gross proceeds to the issuer."..... 5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C -Ouestion 4.b above. Payments to Officers, Directors Payments to & Affiliates Others Salaries and fees..... \$ \$ Purchase of real estate..... \$ \$ Purchase, rental or leasing and installation of machinery and equipment..... \$ Construction or leasing of plant buildings and facilities.....  $\Box$ Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)..... \$ \$ П Repayment of indebtedness ..... \$ \$ Working capital..... Other (specify): To engage in investment activities \$ \$46,710,000 0.00 \$ \$46,710,000 Column Totals..... 

\$46,710,000

OFFERING FRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF FROCEEDS

Total Payments Listed (column totals added).....

	issuer to furnish to the U.S. Securities and Exchange Commission, upon written suer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.
Issuer (Print or Type)	Signature Date
CITIC Capital China Access Fund Limited	18 Dec 2000
Name (Print or Type)	The (Print or Type)
Annie Fung	Director / //

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the

**ATTENTION** 

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	D. STATE SIGNATORE		
Is any party described in 17 CFR 230.262 p     disqualification provisions of such rule?	resently subject to any of the	Yes	No ⊠
Sec	e Appendix, Column 5, for state response.		
2. The undersigned issuer hereby undertakes to Form D (17 CFR 239.500) at such times as	o furnish to any state administrator of any state in whice required by state law.	ch this notice is	filed, a notice on
3. The undersigned issuer hereby undertakes t issuer to offerees.	o furnish to the state administrators, upon written reque	est, information	furnished by the
Limited Offering Exemption (ULOE) of	ssuer is familiar with the conditions that must be satisf the state in which this notice is filed and understan n of establishing that these conditions have been satisfice	ds that the issu	
	he contents to be true and has duly caused this notice	to be signed on	its behalf by the
undersigned duly authorized person.			
Issuer (Print or Type)	Signature We Way	Date	ac 2008
CITIC Capital China Access Fund Limited			
Name (Print or Type)  Annie Fung	Title (Hrint or Type)  Director		

## Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX									
1	2 3 4				5				
	to non-a Investor	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)			Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)			
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL									
AK									
AZ							_		
AR									
CA									
СО									
СТ									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
lA									
KS									
KY						_			
LA									
ME									
MD									
МА									
Mi									
MN									
MS									

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APPENDIX									
1		2	3	4			5		
	to non-a	to sell accredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)		Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)			
State	Yes	No		Number of Accredited Investors	Number of Non- Accredited Accredited			Yes	No
NE									
NV									
NH									
NJ									
NM									
NY		$\boxtimes$	Equity	l	US\$500,000				×
NC									
ND									
ОН									
ок									
OR									
PA									
RI									
SC									
SD									
TN									
TX				;					
UT									
VT									
VA		×	Equity	1	US\$110,000				⊠
WA									



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